

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
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FINAL DECREE AND ORDER PURSUANT TO 11 U.S.C. § 350(a)
AND FED. R. BANKR. P. 3022 AND LOCAL R. BANKR. P. 3022-1
CLOSING CHAPTER 11 CASES OF DPH HOLDINGS CORP., DELPHI
MEDICAL SYSTEMS COLORADO CORPORATION, DELPHI MEDICAL
SYSTEMS TEXAS CORPORATION, DELPHI MECHATRONIC
SYSTEMS, INC., AND DELPHI AUTOMOTIVE SYSTEMS LLC

Upon the motion, dated July 3, 2013 (the “Motion”), of DPH Holdings Corp. (“DPH Holdings”), on behalf of itself and certain of its affiliated reorganized debtors in the above-captioned cases (together with DPH Holdings, the “Reorganized Debtors”), successors to Delphi Corporation (“Delphi”) and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”), for entry of an order and final decree pursuant to 11 U.S.C. §§ 105, 350(a), and 1142, Fed. R. Bankr. P. 3022 and Local R. Bankr. P. 3022-1 closing the chapter 11 cases of the remaining Debtors, which cases were jointly administered pursuant to the Order Authorizing Joint Administration (Docket No. 28) and the Second Joint Administration Order (Docket No. 404); upon the record of the hearing held by the Court on the Motion on July 30, 2013; upon the entry of the Order Pursuant to 11 U.S.C. §§ 105, 350(a), and 1142, Fed R. Bankr. P. 3022, and Local Bankr. R. 3022-1 Concerning Closing the Bankruptcy Cases and Providing Related Relief (Docket No. 22121),

entered August 6, 2013 (the “Case Closing Order”); and upon the filing of the Reorganized Debtors’ Case Closing Status Report Pursuant to the Order Pursuant to 11 U.S.C. §§ 105, 350(a), and 1142, Fed R. Bankr. P. 3022, and Local Bankr. R. 3022-1 Concerning Closing the Bankruptcy Cases and Providing Related Relief, dated December 13, 2013 (the “Case Closing Status Report”) and the record of the case closing status hearing held by the Court on December 18, 2013, including the resolution of the remaining objection to the Motion that had not been previously resolved or overruled, as set forth on the record; and the Debtors’ estates having been fully administered within the meaning of 11 U.S.C. § 350 and in accordance with the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the “Modified Plan”); and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:¹

1. This Court has core jurisdiction over these chapter 11 cases and the parties and property affected hereby pursuant to 28 U.S.C. §§ 157(a)-(b)(2) and 1334(b), article 13 of the Modified Plan, and paragraphs FF and 56 of the Order Approving Modifications Under 11 U.S.C. § 1127(b) to (I) First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors, and Debtors-In-Possession, as Modified and (II) Confirmation Order (Docket No. 12359) (Docket No. 18707). Venue of these case and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. Notwithstanding the possible application of any law or rule to the contrary, the provisions of this final decree and order shall be immediately effective and enforceable upon

¹ Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052.

the date (the “Effective Date”) that each of the following have been filed in the Chapter 11 Cases, which shall occur as soon as reasonably practicable after the date hereof: (1) a notice by General Motors LLC (“GM”), a form of which is attached as Exhibit A hereto, that amounts due under the Stipulation and Order Further Resolving Funding Dispute Between Reorganized Debtors and General Motors LLC (the “GM Settlement”) have been received by GM; (2) a notice by Jay A. Steinberg, not individually, but solely as President of the DPH Environmental Response Trust Trustee, a form of which is attached as Exhibit B hereto, under the Joint Stipulation and Agreed Order, Consent Decree and Settlement Agreement Among Reorganized Debtors, the United States on Behalf of the United States Environmental Protection Agency, the State of Michigan on Behalf of the Michigan Department of Environmental Quality, the State of Ohio on Behalf of the Ohio Environmental Protection Agency, and the Environmental Response Trust Trustee (I) Resolving Proof of Claim Number 15785 and Proofs of Administrative Expense Claim Numbers 18956, 19539, and 19786 and (II) Establishing an Environmental Response Trust (Docket No. 22242) (the “Environmental Settlement”), that the Environmental Response Trust (as defined in the Environmental Settlement) has received all property required to be transferred under the Environmental Settlement by the Reorganized Debtors; and (3) a notice by the Reorganized Debtors that DPH Holdings has filed a notice of dissolution and commenced wind-down proceedings in accordance with Delaware law (the “Delaware Proceeding”). In the event that any of the aforementioned notices have not been filed by January 6, 2014, the party responsible for filing such notice shall appear in this Court on January 13, 2014, at 2:00 p.m. (prevailing Eastern time) and show cause as to why such notice has not been filed.

3. The chapter 11 cases of the five Debtors (the “Closing Debtors”) identified in Exhibit D attached hereto and incorporated herein by reference shall be deemed

closed as of the Effective Date, pursuant to section 350 of the Bankruptcy Code, Bankruptcy Rule 3022, and Local Rule 3022-1. None of the entry of this final decree and order, the dissolution of DPH Holdings or any of the other relief contemplated by this final decree and order or the Case Closing Order shall prejudice or otherwise limit the rights of holders of General Unsecured Claims to receive payment of the General Unsecured MDA Distribution (as such terms are defined in the Modified Plan) in accordance with the terms of the Modified Plan.

4. The Clerk of the Court shall enter this final decree and order individually in each of the dockets for the Closing Debtors and such dockets shall be marked "Closed" upon the occurrence of the Effective Date.

5. The discharges and releases authorized and approved by this Court pursuant to the Case Closing Order shall be effective as of the Effective Date.

6. Any assets remaining at the conclusion of the Delaware Proceeding shall be transferred to, and shall be the property of, GM under the GM Settlement, except, in the event that all advances made by GM to the Reorganized Debtors pursuant to section 3.1.1.E of the Master Disposition Agreement, dated as of July 30, 2009, by and among Delphi Corporation, GM Components Holdings, LLC, General Motors Company, Motors Liquidation Company, DIP Holdco 3, LLC, and the other sellers and buyers party thereto, are paid in full, such remaining assets shall be transferred to Delphi Automotive LLP.

7. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this order.

Dated: White Plains, New York
December 18, 2013

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Reorganized Debtors.	:	
	:	
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**NOTICE BY GENERAL MOTORS, LLC PURSUANT TO FINAL
DECREE OF PAYMENT UNDER GM SETTLEMENT**

PLEASE TAKE NOTICE that pursuant to the Final Decree And Order Pursuant To 11 U.S.C. § 350(a) And Fed. R. Bankr. P. 3022 And Local R. Bankr. P. 3022-1 Closing Chapter 11 Case Of DPH Holdings Corp. (the “Final Decree”), entered December __, 2013 (Docket No. _____), the undersigned hereby gives notice that General Motors LLC has received payment under the Stipulation and Order Further Resolving Funding Dispute Between Reorganized Debtors and General Motors LLC (the “GM Settlement”) of the Settlement Payment (as such term is defined in the GM Settlement).

Dated: New York, New York
[DATE]

KING & SPALDING LLP

By: _____
Arthur Steinberg, Esq.
Scott Davidson, Esq.
1185 Avenue of the Americas
New York, New York 10036
Telephone: (212) 556-2100
Facsimile: (212) 556-2222

Counsel to General Motors LLC

Exhibit B

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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**NOTICE BY ENVIRONMENTAL RESPONSE TRUST TRUSTEE
PURSUANT TO FINAL DECREE OF TRANSFER OF PROPERTY
TO ENVIRONMENTAL RESPONSE TRUST**

PLEASE TAKE NOTICE that pursuant to the Final Decree And Order Pursuant To 11 U.S.C. § 350(a) And Fed. R. Bankr. P. 3022 And Local R. Bankr. P. 3022-1 Closing Chapter 11 Case Of DPH Holdings Corp. (the “Final Decree”), entered December __, 2013 (Docket No. _____), the undersigned hereby gives notice that all property required to be transferred by the Reorganized Debtors under the Joint Stipulation and Agreed Order, Consent Decree and Settlement Agreement Among Reorganized Debtors, the United States on Behalf of the United States Environmental Protection Agency, the State of Michigan on Behalf of the Michigan Department of Environmental Quality, the State of Ohio on Behalf of the Ohio Environmental Protection Agency, and the Environmental Response Trust Trustee (I) Resolving Proof of Claim Number 15785 and Proofs of Administrative Expense Claim Numbers 18956, 19539, and 19786 and (II) Establishing an Environmental Response Trust (Docket No. 22242) (the “Environmental Settlement”) has been received by the Environmental Response Trust (as defined in the Environmental Settlement).

Dated: Chicago, Illinois
[DATE]

By: _____
Jay A. Steinberg, not individually, but solely
as President of the Environmental Response Trust
Trustee

35 East Wacker Drive - Suite 1550
Chicago, Illinois 60601
Phone: (312)505-2688

Exhibit C

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DPH HOLDINGS CORP., et al., : Case No. 05-44481 (RDD)
:
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Reorganized Debtors. : (Jointly Administered)
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**REORGANIZED DEBTORS' NOTICE PURSUANT TO FINAL
DECREE OF DISSOLUTION OF DPH HOLDINGS CORP.**

PLEASE TAKE NOTICE that pursuant to the Final Decree And Order Pursuant To 11 U.S.C. § 350(a) And Fed. R. Bankr. P. 3022 And Local R. Bankr. P. 3022-1 Closing Chapter 11 Case Of DPH Holdings Corp. (the "Final Decree"), entered December __, 2013 (Docket No. _____), the undersigned counsel hereby gives notice that DPH Holdings Corp. has filed its notice of dissolution and commenced wind-down proceedings in accordance with Delaware law.

Dated: New York, New York
[DATE]

COLE, SCHOTZ, MEISEL,
FORMAN & LEONARD, P.A.

By: _____
Michael D. Warner (admitted pro hac vice)
Ilana Volkov
900 Third Avenue, 16th Floor
New York, New York 10022
(646) 752-8000

Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

Exhibit D

	Case No.	Filing Debtor	Address²	Tax ID Number
1.	05-44481	DPH Holdings Corp., f/k/a Delphi Corporation	5725 Delphi Drive, Troy Michigan 48098-2815	38-3430473
2.	05-44507	Delphi Medical Systems Colorado Corporation	4300 Road 18, Longmont, CO 80504	32-0052827
3.	05-44511	Delphi Medical Systems Texas Corporation	5725 Delphi Drive, Troy Michigan 48098-2815	20-2885110
4.	05-44567	Delphi Mechatronic Systems, Inc.	5725 Delphi Drive, Troy Michigan 48098-2815	38-3589834
5.	05-44640	Delphi Automotive Systems LLC	5725 Delphi Drive, Troy Michigan 48098-2815	38-3431131

² All Debtor addresses are those that appear on the voluntary petitions.